

United States Bankruptcy Court

Southern District of New York

In re Lehman Brothers Special Financing Inc., Case Nos. 08-13555  
Jointly Administered

**PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Redwood Master Fund, Ltd

Merrill Lynch Credit Products, LLC

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Name of Transferee

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Name of Transferor

Court Claim #: 19173

Assigned Claim: \$15,000,000

Name and Address where notices to Transferee should be sent:

Redwood Master Fund, Ltd  
910 Sylvan Avenue  
Englewood Cliffs, NJ 07632  
Attn: Jonathan Kolatch and Ruben Kliksberg  
Tel: 201 227 5040 and 201 227 5040  
Email: [jkolatch@redwoodcap.com](mailto:jkolatch@redwoodcap.com) and [Rkliksberg@redwoodcap.com](mailto:Rkliksberg@redwoodcap.com)

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

REDWOOD MASTER FUND, LTD

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Date: March 18, 2011

**EVIDENCE OF PARTIAL TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

Merrill Lynch Credit Products, LLC, its successors and assigns, with offices located at Bank of America Tower - 3rd Floor, One Bryant Park, New York, NY 10036 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Assignment of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Redwood Master Fund, Ltd. ("Buyer"), a pro rata portion to the extent of 8.5714286% (the "Percentage Interest") in and to the claims (the "Original Claim") of Seller against Lehman Brothers Special Financing Inc. ("LBSF") docketed as Claim No. 19173 originally filed by Federal Home Loan Bank of Atlanta and settled in the allowed amount of \$175,000,000 (the "Settlement Amount") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Buyer's Percentage Interest in the Original Claim (such percentage is the "Assigned Claim") represents \$15,000,000 of the Settlement Amount.

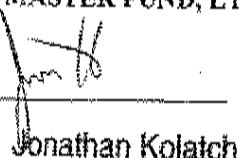
Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Assigned Claim as an unconditional sale and assignment and Buyer herein as the valid owner of the Assigned Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement by their duly authorized representatives as of the 5 day of October, 2010.

**MERRILL LYNCH CREDIT PRODUCTS, LLC**

By:   
Name: Ben Twardy  
Title: Director

**REDWOOD MASTER FUND, LTD.**

By:   
Name: Jonathan Kolatch  
Title: Director

**United States Bankruptcy Court/Southern District of New York**

Lehman Brothers Holdings Claims Processing Center

c/o Epiq Bankruptcy Solutions, LLC

FDR Station, P.O. Box 5076

New York, NY 10150-5076

**PROOF OF CLAIM**

|   |   |
|---|---|
| In Re:<br>Lehman Brothers Holdings Inc., et al.<br>Debtors.                                 | Chapter 11<br>Case No. 08-13555 (JMP)<br>(Jointly Administered) |
| Name of Debtor Against Which Claim is Held<br><b>Lehman Brothers Special Financing Inc.</b> | Case No. of Debtor<br><b>08-13888</b>                           |

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

**Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)**

|   |     |  |
|---|-----|--|
| Federal Home Loan Bank of Atlanta<br>1475 Peachtree St., N.E.<br>Atlanta, GA 30309<br>Attn: Reginald T. O'Shields, Esq.<br>Tel: (404) 888-5353<br>Email: roshields@fhbail.com | and | Fried, Frank, Harris, Shriver & Jacobson LLP<br>One New York Plaza<br>New York, New York 10004<br>Attn: Peter L. Simmons, Esq.<br>Tel: (212) 859-8000<br>Email: peter.simmons@friedfrank.com |
|---|-----|--|

Telephone number: Email Address:

**Name and address where payment should be sent (if different from above)**

Telephone number: Email Address:

**1. Amount of Claim as of Date Case Filed: \$ See attached addendum.**

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

Check this box if all or part of your claim is based on a Derivative Contract.\*

Check this box if all or part of your claim is based on a Guarantee.\*

\*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is a based on a Derivative Contract or Guarantee.

**2. Basis for Claim: See attached addendum.**

(See instruction #2 on reverse side.)

**3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_**3a. Debtor may have scheduled account as: See attached addendum.  
(See instruction #3a on reverse side.)**4. Secured Claim (See instruction #4 on reverse side.)**

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ \_\_\_\_\_

\$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

**6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ \_\_\_\_\_**

(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

**DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.**

If the documents are not available, please explain:

See attached addendum.

|                         |   |
|-------------------------|---|
| Date:<br><b>9/17/09</b> | Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.<br><i>[Signature]</i><br>Federal Home Loan Bank of Atlanta<br>By: Reginald T. O'Shields, Esq.<br>Title: First Vice President and Deputy General Counsel |
|-------------------------|---|

*Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.*

**THIS SPACE IS FOR COURT USE ONLY**

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number:  
(If known)

Filed on: \_\_\_\_\_

Filed: USBC - Southern District of New York  
Lehman Brothers Holdings Inc., Et Al.  
08-13555 (JMP) 0000019173



Check this box if you are that anyone else has filed a proo claim relating to your claim. At copy of statement giving particu

Check this box if you are the debtor or trustee in this case.

**5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.**

Specify the priority of the claim:

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_).

Amount entitled to priority:

\$ \_\_\_\_\_

**FOR COURT USE ONLY**